

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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| In re: UPLIFT Rx, LLC Debtor. Tax I.D. No. 81-3029306 | Chapter 11 Case No.: 17-32186 (Emergency Hearing Requested) |
| In re: BELLE PHARMACY, LLC Debtor. Tax I.D. No. 81-3900143 | Chapter 11 Case No.: 17-32187 (Emergency Hearing Requested) |
| In re: ALLIANCE MEDICAL HOLDINGS, LLC Debtor. Tax I.D. No. 46-4275945 | Chapter 11 Case No.: 17-32188 (Emergency Hearing Requested) |
| In re: GENEVA PHARMACY, LLC Debtor. Tax I.D. No. 38-3991929 | Chapter 11 Case No.: 17-32189 (Emergency Hearing Requested) |
| In re: OHANA Rx, LLC Debtor. Tax I.D. No. 37-1831722 | Chapter 11 Case No.: 17-32190 (Emergency Hearing Requested) |

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| <p>In re:</p> <p>BENSON PHARMACY, INC.</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3296606</p> | <p>Chapter 11</p> <p>Case No.: 17-32191</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>KENDALL PHARMACY, INC.</p> <p>Debtor.</p> <p>Tax I.D. No. 38-4010825</p> | <p>Chapter 11</p> <p>Case No.: 17-32192</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>RICHARDSON PHARMACY, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3029566</p> | <p>Chapter 11</p> <p>Case No.: 17-32193</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>INNOVATIVE Rx, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 61-1779986</p> | <p>Chapter 11</p> <p>Case No.: 17-32194</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>CHARLESTON Rx, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3395852</p> | <p>Chapter 11</p> <p>Case No.: 17-32195</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>ON TRACK Rx, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3049021</p> | <p>Chapter 11</p> <p>Case No.: 17-32196</p> <p>(Emergency Hearing Requested)</p> |

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| In re: UINTA Rx, LLC Debtor. Tax I.D. No. 38-4007157 | Chapter 11 Case No.: 17-32197 (Emergency Hearing Requested) |
| In re: GOODMAN PHARMACY, LLC Debtor. Tax I.D. No. 81-3029373 | Chapter 11 Case No.: 17-32198 (Emergency Hearing Requested) |
| In re: BROOKSIDERx, LLC Debtor. Tax I.D. No. 81-1585927 | Chapter 11 Case No.: 17-32199 (Emergency Hearing Requested) |
| In re: OSCEOLA CLINIC PHARMACY, LLC Debtor. Tax I.D. No. 47-3904886 | Chapter 11 Case No.: 17-32200 (Emergency Hearing Requested) |
| In re: OAK CREEK Rx, LLC Debtor. Tax I.D. No. 81-3029722 | Chapter 11 Case No.: 17-32201 (Emergency Hearing Requested) |
| In re: WAVERLY PHARMACY, LLC Debtor. Tax I.D. No. 37-1827342 | Chapter 11 Case No.: 17-32202 (Emergency Hearing Requested) |

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| <p>In re:</p> <p>NEWTON Rx, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3339510</p> | <p>Chapter 11</p> <p>Case No.: 17-32203</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>LONE PEAK Rx, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-2765973</p> | <p>Chapter 11</p> <p>Case No.: 17-32204</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>IMPROVE Rx, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3049120</p> | <p>Chapter 11</p> <p>Case No.: 17-32205</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>NEW JERSEY Rx, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3030035</p> | <p>Chapter 11</p> <p>Case No.: 17-32206</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>BERKSHIRE PHARMACY, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3029197</p> | <p>Chapter 11</p> <p>Case No.: 17-32207</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>HEALTH SAVER Rx, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3017810</p> | <p>Chapter 11</p> <p>Case No.: 17-32208</p> <p>(Emergency Hearing Requested)</p> |

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| In re: BEST Rx, LLC Debtor. Tax I.D. No. 36-4840346 | Chapter 11 Case No.: 17-32209 (Emergency Hearing Requested) |
| In re: DELANEY PHARMACY, LLC Debtor. Tax I.D. No. 36-4837497 | Chapter 11 Case No.: 17-32210 (Emergency Hearing Requested) |
| In re: NEW LIFE PHARMACY, LLC Debtor. Tax I.D. No. 46-3658292 | Chapter 11 Case No.: 17-32211 (Emergency Hearing Requested) |
| In re: SKYLINE HEALTH SERVICES, LLC Debtor. Tax I.D. No. 46-3496876 | Chapter 11 Case No.: 17-32212 (Emergency Hearing Requested) |
| In re: STONYBROOK PHARMACY, LLC Debtor. Tax I.D. No. 37-1707700 | Chapter 11 Case No.: 17-32213 (Emergency Hearing Requested) |
| In re: WOODWARD DRUGS, LLC Debtor. Tax I.D. No. 81-3522385 | Chapter 11 Case No.: 17-32214 (Emergency Hearing Requested) |

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| <p>In re:</p> <p>BRIDGESTONE PHARMACY, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3445294</p> | <p>Chapter 11</p> <p>Case No.: 17-32215</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>BROOKHILL PHARMACY, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-2605296</p> | <p>Chapter 11</p> <p>Case No.: 17-32216</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>BURBANK PHARMACY, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-2605227</p> | <p>Chapter 11</p> <p>Case No.: 17-32217</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>CANYONS PHARMACY, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 37-1831744</p> | <p>Chapter 11</p> <p>Case No.: 17-32218</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>CHESHIRE PHARMACY, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3536370</p> | <p>Chapter 11</p> <p>Case No.: 17-32219</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>CONOLY PHARMACY, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3250367</p> | <p>Chapter 11</p> <p>Case No.: 17-32220</p> <p>(Emergency Hearing Requested)</p> |

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| <p>In re:</p> <p>COTTONWOOD PHARMACY, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 47-1905131</p> | <p>Chapter 11</p> <p>Case No.: 17-32221</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>GALENA PHARMACY, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3250672</p> | <p>Chapter 11</p> <p>Case No.: 17-32222</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>GARNETT PHARMACY, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-2596505</p> | <p>Chapter 11</p> <p>Case No.: 17-32223</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>HAWTHORNE PHARMACY, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 37-1825345</p> | <p>Chapter 11</p> <p>Case No.: 17-32224</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>HAZELWOOD PHARMACY, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-4281088</p> | <p>Chapter 11</p> <p>Case No.: 17-32225</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>MEDINA PHARMACY, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 30-0938987</p> | <p>Chapter 11</p> <p>Case No.: 17-32227</p> <p>(Emergency Hearing Requested)</p> |

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| <p>In re:</p> <p>RAVEN PHARMACY, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3395671</p> | <p>Chapter 11</p> <p>Case No.: 17-32228</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>GLENDAL SQUARE Rx, INC.</p> <p>Debtor.</p> <p>Tax I.D. No. 37-1831022</p> | <p>Chapter 11</p> <p>Case No.: 17-32229</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>LOCKEFORD Rx, INC.</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3641853</p> | <p>Chapter 11</p> <p>Case No.: 17-32230</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>PINNACLE PHARMACY SOLUTIONS, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 36-4839760</p> | <p>Chapter 11</p> <p>Case No.: 17-32231</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>RIVERFRONT Rx, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 46-3887152</p> | <p>Chapter 11</p> <p>Case No.: 17-32232</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>RIVERBEND PRESCRIPTION SERVICES, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 37-1831862</p> | <p>Chapter 11</p> <p>Case No.: 17-32233</p> <p>(Emergency Hearing Requested)</p> |

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| <p>In re:</p> <p>RAVEN PHARMACY HOLDINGS, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 37-1832464</p> | <p>Chapter 11</p> <p>Case No.: 17-32234</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>BRIDGESTONE PHARMACY HOLDINGS, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 37-1832840</p> | <p>Chapter 11</p> <p>Case No.: 17-32235</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>CRESTWELL PHARMACY HOLDINGS, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 32-0501503</p> | <p>Chapter 11</p> <p>Case No.: 17-32236</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>GALENA PHARMACY HOLDINGS, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 38-4008609</p> | <p>Chapter 11</p> <p>Case No.: 17-32237</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>GENEVA Rx HOLDINGS, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 30-0948247</p> | <p>Chapter 11</p> <p>Case No.: 17-32238</p> <p>(Emergency Hearing Requested)</p> |

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| <p>In re:</p> <p>HAWTHORNE Rx HOLDINGS, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 32-0499531</p> | <p>Chapter 11</p> <p>Case No.: 17-32239</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>WOODWARD Rx HOLDINGS, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 32-0502173</p> | <p>Chapter 11</p> <p>Case No.: 17-32240</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>PHILADELPHIA PHARMACY HOLDINGS, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3208526</p> | <p>Chapter 11</p> <p>Case No.: 17-32241</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>HEALTH Rx HOLDINGS, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 36-4840909</p> | <p>Chapter 11</p> <p>Case No.: 17-32242</p> <p>(Emergency Hearing Requested)</p> |
| <p>In re:</p> <p>CANYON MEDICAL, LLC</p> <p>Debtor.</p> <p>Tax I.D. No. 35-2434915</p> | <p>Chapter 11</p> <p>Case No.: 17-32243</p> <p>(Emergency Hearing Requested)</p> |

**EMERGENCY MOTION OF DEBTORS
PURSUANT TO BANKRUPTCY RULE 1015(b) AND LOCAL RULE 1015-1
FOR ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

This motion seeks an order that may adversely affect you. If you oppose the motion, you should immediately contact the moving party to resolve the dispute. If you and the moving party cannot agree, you must file a response, and send a copy to the moving party. You

must file and serve your response within 21 days of the date this was served on you. Your response must state why the motion should not be granted. If you do not file a timely response, the relief may be granted without further notice to you. If you oppose the motion and have not reached an agreement, you must attend the hearing. Unless the parties agree otherwise, the court may consider evidence at the hearing and may decide the motion at the hearing.

Represented parties should act through their attorney.

Emergency relief has been requested. If the Court considers the motion on an emergency basis, then you will have less than 21 days to answer. IF you object to the requested relief or if you believe that the emergency consideration is not warranted, you should file an immediate response.

Uplift Rx, LLC (“**Uplift Rx**”) and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion for joint administration (the “**Motion**”).

Relief Requested

1. Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “**Local Rules**”), the Debtors request entry of an order directing joint administration of their chapter 11 cases for procedural purposes only.

2. A proposed form of order granting the relief requested herein is attached hereto as **Exhibit A** (the “**Proposed Order**”)

Jurisdiction

3. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order of Reference to Bankruptcy Judges*, General Order 2012-6 (S.D. Tex. May 24, 2012). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

4. On April 7 and 8, 2017 (the “**Petition Date**”), each of the Debtors commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the “**Bankruptcy Code**”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

5. It is possible that additional entities related to the Debtors may also file voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the Southern District of Texas (the “**Related Debtors**”). Upon the filing of such related cases, the Debtors request that the Related Debtors’ bankruptcy cases be Jointly Administered with the above-captioned Debtors’ bankruptcy cases.

Basis for Requested Relief

6. Bankruptcy Rule 1015(b) provides, in relevant part, that “[i]f...two or more petitions are pending in the same court by or against...a debtor and an affiliate, the court may order a joint administration of the estates.” Section 101(2) of the Bankruptcy Code defines the term “affiliate” to mean:

(A) [an] entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor, other than an entity that holds such securities –

(i) in a fiduciary or agency capacity without sole discretionary power to vote such securities; or

(ii) solely to secure a debt, if such entity has not in fact exercised such power to vote;

(B) [a] corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor, other than an entity that holds such securities-

(i) in a fiduciary or agency capacity without sole discretionary power to vote such securities; or

(ii) solely to secure a debt, if such entity has not in fact exercised such power to vote...

Additionally, Local Rule 1015-1 and this Court's approved joint administration order contemplates the joint administration of related chapter 11 cases with the lowest numbered case serving as the lead case. Here, UpLift Rx, LLC is the lowest numbered related case, and it is assigned to Judge Isgur. The Debtors respectfully request that UpLift Rx, LLC serve as the lead case, and all any higher numbered related cases be transferred to Judge Isgur.

7. In these cases, the Debtors are affiliates of one another because Alliance Medical Holdings, LLC wholly owns eight (8) subsidiaries, which collectively own or control, directly or indirectly, 100% of the voting securities of each of the other debtors. Accordingly, the Court is authorized to jointly administer these chapter 11 cases.

8. Joint administration is appropriate in these cases and will facilitate the practical administration of the cases and restructuring of each Debtor. Many of the legal issues likely to arise in these cases will be common to all the Debtors. In addition, throughout these chapter 11 cases, the Debtors intend to file a number of motions, applications and other pleadings intended to apply to all of the Debtors' chapter 11 cases. The joint administration of these cases, including combining notices to creditors of the respective estates and hearing matters related to all of the Debtors at the same time will promote economical and efficient administration of the

estates by avoiding the time and expense associated with the Debtors' counsel and all other parties filing duplicate pleadings and preparing duplicate orders.

9. The rights of the respective creditors of the Debtors will not be adversely affected by the joint administration of the Debtors' chapter 11 cases because this Motion requests only administrative consolidation and not substantive consolidation of the Debtors. All of the Debtors' creditors will benefit by the reduced costs resulting from joint administration and from not receiving duplicative mailings. This Court, too, will be relieved of the burden of entering duplicative orders and maintaining duplicative dockets. Supervision of the administrative aspects of the Debtors' cases by the United States Trustee will also be simplified.

10. The Debtors respectfully request that each of the Debtors' chapter 11 cases be administered under a consolidated caption, in the following form:

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

UPLIFT Rx, LLC, *et al.*¹

Debtors.

Chapter 11

Case No.: 17-32186

Jointly Administered

11. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket in each of the Debtors' cases, other than the case of Uplift Rx, LLC to reflect the joint administration of these chapter 11 cases:

An order has been entered in this case in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of this case with the chapter 11 cases of Uplift Rx, LLC. The docket in the case of Uplift Rx LLC, Case No. 17-32186 (MI), should be consulted for all further documents filed and all matters affecting this case.

12. The Debtors also seek authority to submit one disclosure statement and plan of reorganization encompassing all cases and file one joint monthly operating report for all of the Debtors. The Debtors also request that only one creditors' committee be appointed for all cases and that any future meeting of creditors be scheduled and conducted jointly. Finally, the Debtors

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Uplift Rx, LLC (9306); Belle Pharmacy, LLC (0143); Alliance Medical Holdings, LLC (5945); Geneva Pharmacy, LLC (1929); Ohana Rx, LLC (1722); Benson Pharmacy, Inc. (6606); Kendall Pharmacy, Inc. (0825); Richardson Pharmacy, LLC (9566); Innovative Rx, LLC (9986); Charleston Rx, LLC (5852); On Track Rx, LLC (9021); Uinta Rx, LLC (7157); Goodman Pharmacy, LLC (9373); BrooksideRx, LLC (5927); Osceola Clinic Pharmacy, LLC (4886); Oak Creek Rx, LLC (9722); Waverly Pharmacy, LLC (7342); Newton Rx, LLC (9510); Lone Peak Rx, LLC (5973); Improve Rx, LLC (9120); New Jersey Rx, LLC (0035); Berkshire Pharmacy, LLC (9197); Health Saver Rx, LLC (7810); Best Rx, LLC (0346); Delaney Pharmacy, LLC (7497); New Life Pharmacy, LLC (8292); Skyline Health Services, LLC (6876); Stonybrook Pharmacy, LLC (7700); Woodward Drugs, LLC (2385); Bridgestone Pharmacy, LLC (5294); Brookhill Pharmacy, LLC (5296); Burbank Pharmacy, LLC (5227); Canyons Pharmacy, LLC (1744); Cheshire Pharmacy, LLC (6370); Conoly Pharmacy, LLC (0367); Cottonwood Pharmacy, LLC (5131); Galena Pharmacy, LLC (0672); Garnett Pharmacy, LLC (6505); Hawthorne Pharmacy, LLC (5345); Hazelwood Pharmacy, LLC (1088); Medina Pharmacy, LLC (8987); Raven Pharmacy, LLC (5671); Glendale Square Rx, Inc. (1022); Lockeford Rx, Inc. (1853); Pinnacle Pharmacy Solutions, LLC (9760); Riverfront Rx, LLC (7152); Riverbend Prescription Services, LLC (1862); Raven Pharmacy Holdings, LLC (2464); Bridgestone Pharmacy Holdings, LLC (2840); Crestwell Pharmacy Holdings, LLC (1503); Galena Pharmacy Holdings, LLC (8609); Geneva Rx Holdings, LLC (8247); Hawthorne Rx Holdings, LLC (9531); Woodward Rx Holdings, LLC (2173); Philadelphia Pharmacy Holdings, LLC (8526); Health Rx Holdings, LLC (0909); Canyon Medical, LLC (4915). The Debtors' mailing address is Uplift Rx, LLC, 15462 FM 529, Houston, TX 77095.

request that one cumulative mailing matrix be maintained for all cases, which the Debtors' counsel will submit in a complete and comprehensive form as soon as required under applicable rule.

13. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, is in the best interest of their estates and creditors, and should be granted.

Request for Emergency Relief

14. Emergency relief is appropriate in these cases as soon as possible. Due to the Debtors' financial structure, if the Debtors' cases are not jointly administered, the Debtors may be forced to file certain first-day type motions in multiple cases seeking substantially the same relief. Additionally, the Debtors submit that the decision regarding joint administration should be made early in the cases so that the parties understand how the cases will be administered and avoid unnecessary cost and confusion.

15. Pursuant to Local Rule 9013-1(i), this Motion is verified as to its accuracy Debtors' proposed counsel.

Notice

16. As set forth in the Certificate of Service below, notice of this Motion has been served on all parties required by Local Rule 9013-1(d). Based on the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submit that no further notice is required.

No Prior Request

17. No prior request for the relief sought in this Motion has been made by the Debtors to this or any other court.

WHEREFORE, the Debtors respectfully request the entry of the Proposed Order granting the relief requested herein and for all other relief that is appropriate under the circumstances.

RESPECTFULLY SUBMITTED this 8th day of April, 2017.

BAKER & HOSTETLER LLP

/s/ Elizabeth A. Green

Elizabeth A. Green, Esq.

Fed ID#: 903144

Jimmy D. Parrish, Esq.

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(Motion for admission pro hac vice to be filed)

*Proposed Counsel for the Debtors and Debtors
in Possession*

VERIFICATION

I, Elizabeth A. Green, based upon my personal information and belief, declare under penalty of perjury that the facts set forth in the preceding *Emergency Motion of Debtors Pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1 for Order Directing Joint Administration of Chapter 11 Cases* are true and correct to the best of my knowledge, information, and belief.

Signed: /s/ Elizabeth A. Green

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on April 8, 2017, a true copy of the foregoing was filed with the Court using the CM/ECF System which provided notice to all parties requesting such notice at the time of docketing.

I FURTHER CERTIFY that on April 8, 2017, a true copy of the foregoing was provided to the following via email:

Zions First National Bank:

Michael Johnson, Esq. MJohnson@rqn.com

Kevin Glade, Esq. kglade@RQN.COM

Michael Mayfield, Esq. mmayfield@RQN.COM

Richard H. Madsen, II, Esq. rmadsen@RQN.COM

Robert Wing, Esq. RWing@rqn.com

US Trustee:

USTPRegion07.HU.ECF@USDOJ.GOV

I FURTHER CERTIFY that on April 10, 2017, a true copy of the foregoing will be provided to the following via U.S. First Class Postage Prepaid Mail (and an Amended Certificate of Service will be filed with the Court): Uplift Rx, LLC, 15462 FM 529, Houston, TX 77095 (Debtor); and the Debtors' 20 Largest Unsecured Creditors (on a consolidated basis).

/s/ Elizabeth A. Green
Elizabeth A. Green, Esq.

EXHIBIT A

PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

UPLIFT Rx, LLC ²

Debtors.

Chapter 11

Case No.: 17-32186

**ORDER PURSUANT TO BANKRUPTCY RULE 1015(b) AND LOCAL
RULE 1015-1 DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the motion (the “**Motion**”)³ of Uplift Rx, LLC and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), for an order pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1 directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, as more fully described in the Motion; and due and proper notice of the Motion having been provided; and the relief requested in the Motion being in the best interests of the Debtors, their estates, their creditors and other parties in interest; and the

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Uplift Rx, LLC (9306); Belle Pharmacy, LLC (0143); Alliance Medical Holdings, LLC (5945); Geneva Pharmacy, LLC (1929); Ohana Rx, LLC (1722); Benson Pharmacy, Inc. (6606); Kendall Pharmacy, Inc. (0825); Richardson Pharmacy, LLC (9566); Innovative Rx, LLC (9986); Charleston Rx, LLC (5852); On Track Rx, LLC (9021); Uinta Rx, LLC (7157); Goodman Pharmacy, LLC (9373); BrooksideRx, LLC (5927); Osceola Clinic Pharmacy, LLC (4886); Oak Creek Rx, LLC (9722); Waverly Pharmacy, LLC (7342); Newton Rx, LLC (9510); Lone Peak Rx, LLC (5973); Improve Rx, LLC (9120); New Jersey Rx, LLC (0035); Berkshire Pharmacy, LLC (9197); Health Saver Rx, LLC (7810); Best Rx, LLC (0346); Delaney Pharmacy, LLC (7497); New Life Pharmacy, LLC (8292); Skyline Health Services, LLC (6876); Stonybrook Pharmacy, LLC (7700); Woodward Drugs, LLC (2385); Bridgestone Pharmacy, LLC (5294); Brookhill Pharmacy, LLC (5296); Burbank Pharmacy, LLC (5227); Canyons Pharmacy, LLC (1744); Cheshire Pharmacy, LLC (6370); Conoly Pharmacy, LLC (0367); Cottonwood Pharmacy, LLC (5131); Galena Pharmacy, LLC (0672); Garnett Pharmacy, LLC (6505); Hawthorne Pharmacy, LLC (5345); Hazelwood Pharmacy, LLC (1088); Medina Pharmacy, LLC (8987); Raven Pharmacy, LLC (5671); Glendale Square Rx, Inc. (1022); Lockeford Rx, Inc. (1853); Pinnacle Pharmacy Solutions, LLC (9760); Riverfront Rx, LLC (7152); Riverbend Prescription Services, LLC (1862); Raven Pharmacy Holdings, LLC (2464); Bridgestone Pharmacy Holdings, LLC (2840); Crestwell Pharmacy Holdings, LLC (1503); Galena Pharmacy Holdings, LLC (8609); Geneva Rx Holdings, LLC (8247); Hawthorne Rx Holdings, LLC (9531); Woodward Rx Holdings, LLC (2173); Philadelphia Pharmacy Holdings, LLC (8526); Health Rx Holdings, LLC (0909); Canyon Medical, LLC (4915). The Debtors’ mailing address is Uplift Rx, LLC, 15462 FM 529, Houston, TX 77095.

³ Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Motion.

Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

IT IS HEREBY ORDERED:

1. The Motion is granted.

2. Pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1, the above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 17-32186 (MI). Additionally, the following checked items are ordered:

- A. X One disclosure statement and plan of reorganization may be filed for the Debtors by any plan proponent.
- B. X Any of the above-captioned cases with a higher case number shall be transferred to Judge Marvin Isgur, who has the lower numbered case.
- C. X Parties may request joint hearings on matters pending in any of the jointly administered cases.
- D. X Other: See below

3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting substantive consolidation of any of the above-captioned cases, the Debtors, or the Debtors' estates. The caption of the jointly administered cases should read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

UPLIFT Rx, LLC, *et al.* ⁴

Debtors.

Chapter 11

Case No.: 17-32186

Jointly Administered

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. The Clerk of this Court shall enter this order on the docket of each of the Debtors' cases and shall make the following docket entry in each cases:

An order has been entered in this case in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of this case with the chapter 11 cases of Uplift Rx, LLC. The docket in the case of Uplift Rx LLC, Case No. 17-32186 (MI), should be consulted for all further documents filed and all matters affecting this case.

⁴ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Uplift Rx, LLC (9306); Belle Pharmacy, LLC (0143); Alliance Medical Holdings, LLC (5945); Geneva Pharmacy, LLC (1929); Ohana Rx, LLC (1722); Benson Pharmacy, Inc. (6606); Kendall Pharmacy, Inc. (0825); Richardson Pharmacy, LLC (9566); Innovative Rx, LLC (9986); Charleston Rx, LLC (5852); On Track Rx, LLC (9021); Uinta Rx, LLC (7157); Goodman Pharmacy, LLC (9373); BrooksideRx, LLC (5927); Osceola Clinic Pharmacy, LLC (4886); Oak Creek Rx, LLC (9722); Waverly Pharmacy, LLC (7342); Newton Rx, LLC (9510); Lone Peak Rx, LLC (5973); Improve Rx, LLC (9120); New Jersey Rx, LLC (0035); Berkshire Pharmacy, LLC (9197); Health Saver Rx, LLC (7810); Best Rx, LLC (0346); Delaney Pharmacy, LLC (7497); New Life Pharmacy, LLC (8292); Skyline Health Services, LLC (6876); Stonybrook Pharmacy, LLC (7700); Woodward Drugs, LLC (2385); Bridgestone Pharmacy, LLC (5294); Brookhill Pharmacy, LLC (5296); Burbank Pharmacy, LLC (5227); Canyons Pharmacy, LLC (1744); Cheshire Pharmacy, LLC (6370); Conoly Pharmacy, LLC (0367); Cottonwood Pharmacy, LLC (5131); Galena Pharmacy, LLC (0672); Garnett Pharmacy, LLC (6505); Hawthorne Pharmacy, LLC (5345); Hazelwood Pharmacy, LLC (1088); Medina Pharmacy, LLC (8987); Raven Pharmacy, LLC (5671); Glendale Square Rx, Inc. (1022); Lockeford Rx, Inc. (1853); Pinnacle Pharmacy Solutions, LLC (9760); Riverfront Rx, LLC (7152); Riverbend Prescription Services, LLC (1862); Raven Pharmacy Holdings, LLC (2464); Bridgestone Pharmacy Holdings, LLC (2840); Crestwell Pharmacy Holdings, LLC (1503); Galena Pharmacy Holdings, LLC (8609); Geneva Rx Holdings, LLC (8247); Hawthorne Rx Holdings, LLC (9531); Woodward Rx Holdings, LLC (2173); Philadelphia Pharmacy Holdings, LLC (8526); Health Rx Holdings, LLC (0909); Canyon Medical, LLC (4915). The Debtors' mailing address is Uplift Rx, LLC, 15462 FM 529, Houston, TX 77095.

6. The Debtors are authorized to take all steps necessary or appropriate to carry out this Order.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated:

United States Bankruptcy Judge